

RECORDATION NO. 20440-A FILED

APR 20 '01 : 1:24 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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WASHINGTON, D.C.
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 20, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Total Release of Chattel Mortgage, dated as of April 9, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Chattel Mortgage which was previously filed with the Board under Recordation Number 20440.

The name and address of the party to the enclosed document are:

Secured Party: ING Lease (Ireland), B.V.
 49 St. Stephens Green
 Dublin, Ireland

[Debtor: Residual Based Finance Corporation]

A description of the railroad equipment covered by the enclosed document is:

Nine (9) locomotives: BAR 350 - BAR 358 inclusive.

Mr. Vernon A. Williams
April 20, 2001
Page 2

A short summary of the document to appear in the index is:

Total Release of Chattel Mortgage, dated as of April 9, 2001, from ING Lease (Ireland), B.V., Secured Party, to Residual Based Finance Corporation, Debtor, covering nine (9) locomotives: BAR 350 - BAR 358 inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bjg
Enclosures

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SURFACE TRANSPORTATION BOARD

OLD KENT

Old Kent Bank
Sears Tower
Chicago, IL 60606-6396

TOTAL RELEASE OF
CHATTEL MORTGAGE

The undersigned, ING Lease (Ireland), B.V. ("ING"), hereby releases and terminates the Mortgage and Security Agreement dated as of December 31, 1996 between ING and Residual Based Finance Corporation, an Illinois corporation ("RBF"), recorded with the Surface Transportation Board on December 31, 1996 and receiving Recordation Number 20440.

Dated as of April 9th, 2001

ING LEASE (IRELAND), B.V.

By: [Signature] J. P. M. WOLFHAGEN
Title: Managing Director

Seen by me, Rudolf Jan Gerard van Helden, notaris, residing in Amsterdam (The Netherlands), for legalization of the signature of J. P. M. WOLFHAGEN, attorney-in-fact of ING Lease (Ireland) B.V., established at Amsterdam and in said capacity authorized to represent this company in accordance with its Articles of Association.

Amsterdam April 9th, 2001



OLD KENT

Exhibit A-2 to Letter of Credit No. ST001608901-2
EXHIBIT A-2

**TOTAL RELEASE OF
CHATTEL MORTGAGE**

The undersigned, ING Lease (Ireland), B.V. ("ING"), hereby releases and terminates the Mortgage and Security Agreement dated as of December 31, 1996 between ING and Residual Based Finance Corporation, an Illinois corporation ("RBF"), recorded with the Surface Transportation Board on December 31, 1996 and receiving Recordation Number 20440.

Dated as of 26/3, 2001

ING LEASE (IRELAND), B.V.

By: [Signature]
Title: Managing Director
JFM WOLFHAGEN

Seen by me, _____, notaris, residing in Amsterdam (The Netherlands), for legalization of the signature of _____, attorney-in-fact of ING Lease (Ireland) B.V., established at Amsterdam and in said capacity authorized to represent this company in accordance with its Articles of Association.

Amsterdam _____, 2001

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SURFACE TRANSPORTATION BOARD

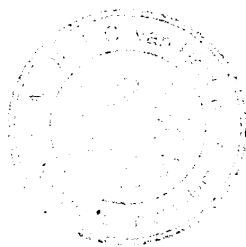


Mr A.A. van Berge
Mr R.J.C. van Helden
Mr M.R. Meijer
Mr J. Borren
notarissen

Keizersgracht 695-697
1017 DW Amsterdam
Telefoon 020-531 70 70
Telefax 020-627 53 08

Seen by me, Rudolf Jan Cornelis van Helden, notaris, residing in Amsterdam (The Netherlands), for legalization of the signature of Mr J.F.G.M. Wolfhagen, proxy holder of **ING Lease (Ireland) B.V.**, established at Amsterdam, and in said capacity representing this company in accordance with its articles of association.

Amsterdam, March 27, 2001.



Mr M.J. Meijer c.s. notarissen

Mr A. Arnoldina van Berge
Mr R.J.C. van Helden
Mr M.R. Meijer
Mr J. Borren
notarissen

Mr M.J. MEIJER c.s.
NOTARISSSEN

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kandidaat-notarissen

E-mail:
notarissen@mjmeijercs.knb.nl

NAME (NAAM) : Rudolf Jan Cornelis van Helden

PROFESSION (BEROEP) : notaris

ADDRESS : Keizersgracht 695-697
(KANTOORADRES) : 1017 DW Amsterdam

SIGNATURE :
(HANDTEKENING)

INITIALS (PARAAF) :

NOTARIAL SEAL :
(NOTARIEEL ZEGEL)

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

Country: The Netherlands

This public document has been signed by:

Mr. R.J.C. van Helden

acting in the capacity of:

Notaris te Amsterdam

bears the seal/stamp of:

Mr. R.J.C. van Helden

certified by the Registrar of the Court in Amsterdam, no:

Amsterdam, 28.09.2001 14:00 5655

Signed by: mr. M. van den Broek

